

THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

If you are in any doubt as to what action to take, you should immediately consult your stockbroker, bank manager, solicitor, accountant or other appropriate independent professional adviser authorised under the Financial Services and Markets Act 2000 if you are resident in the United Kingdom or, if you reside elsewhere, another appropriately authorised financial adviser. If you sell or transfer, or have sold or transferred, all of your shares in Premier Foods plc, please send this document and the accompanying form of proxy as soon as possible to the stockbroker, bank or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.



PREMIER FOODS PLC

(Incorporated in England and Wales with registered number 5160050)

NOTICE OF ANNUAL GENERAL MEETING 2021

11.00 am on Friday 23 July 2021

Your attention is drawn to the letter from the Chairman of Premier Foods plc (the “Company”) on pages 2 to 4 of this document, which sets out how the meeting will be conducted, in light of the ongoing Covid-19 pandemic, and also recommends voting in favour of the resolutions to be proposed at the 2021 Annual General Meeting referred to below.

Notice of the Annual General Meeting of the Company, to be held at 11.00 am on Friday 23 July 2021, is set out on pages 5 and 6 of this document. Shareholders will find enclosed with this document a form of proxy for use at the Annual General Meeting. Whether or not you intend to be present at that meeting, you are asked to complete the enclosed form of proxy and return it to Equiniti, Aspect House, Spencer Road, Lancing BN99 6DA so as to arrive no later than 11.00 am on Wednesday 21 July 2021. The completion and return of a form of proxy will not prevent you from attending the Annual General Meeting and voting in person should you wish to do so, subject to the prevailing UK Government guidance and to the restrictions set out in this Notice of Meeting and as notified on our website.

Dear Shareholder,

Annual General Meeting (“AGM”)

The Board looks forward to welcoming shareholders in person to our AGM this year, particularly as we were unable to conduct a physical meeting last year due to the Covid-19 pandemic. At the time of issuing this Notice of Meeting (the “Notice”), the prevailing UK Government guidance permits the holding of a physical general meeting. We are therefore proposing to hold this year’s AGM at 11.00 am on Friday 23 July 2021 at the offices of Gowling WLG (UK) LLP, 4 More London Riverside, London, SE1 2AU, and to welcome those shareholders who we are able to accommodate safely in accordance with the UK Government’s guidance.

In order to protect the health of shareholders and colleagues, please note that the following measures will be put in place this year:

- Attendance at the AGM will be restricted to shareholders only and no guests will be permitted to attend on this occasion.
- To enable us to comply with the prevailing UK Government guidance and social distancing measures, shareholders wishing to attend the meeting in person must notify us by no later than 11:00 am on Monday 19 July 2021 by registering via investor.relations@premierfoods.co.uk.
- Upon arrival at the AGM venue, any shareholders wishing to attend the meeting in person will be required to confirm that they do not have any Covid-19 symptoms and are not required to self-isolate in accordance with the UK Government’s guidance.
- Refreshments and Company products will not be available either before or after the AGM.
- Shareholders attending the AGM will be required to follow government guidance on the wearing of face masks.
- As always, if shareholders are unable to attend the AGM in person, they are strongly encouraged to submit their votes by proxy.

Given the continuing uncertainty around potential changes to the UK Government’s guidance, and the duration of social distancing measures and restrictions on physical gatherings, we must ensure that we are able to adapt the proposed format of, and arrangements for, our AGM efficiently in the event of any change in circumstances. If the situation changes such that we consider it is no longer possible or appropriate for shareholders to attend the AGM in person (beyond the minimum required to hold a quorate meeting), we would expect to arrange for shareholders to be able to attend electronically by means of a webcasting facility, and to enable shareholders to submit via investor.relations@premierfoods.co.uk any questions for the purposes of the AGM up to three days in advance of the AGM. We will continue to monitor the evolving impact of the Covid-19 pandemic and the UK Government’s guidance, and will notify shareholders of any such changes as soon as practicable via our website (www.premierfoods.co.uk). Shareholders should check our website to ensure they have the most up to date information available regarding the AGM. We would like to thank all shareholders in advance for their co-operation and understanding.

Under the present circumstances, shareholders are strongly encouraged to vote in advance of the AGM by submitting a form of proxy electronically or by post as soon as possible, and these must be received by no later than 11.00 am on Wednesday 21 July 2021. Shareholders who wish to appoint a proxy are encouraged to appoint the Chairman of the meeting as their proxy. The completion and return of a form of proxy will not prevent you from attending the AGM and voting in person, should you wish to do so, subject to the prevailing UK Government guidance and to the restrictions set out in this Notice and on our website.

Set out in this document is an explanation of the business to be considered at this year’s AGM, the Notice and explanatory notes.

Voting

There are three ways you can vote on the resolutions proposed at the AGM:

1. appoint a proxy to participate and vote on your behalf by logging on to www.sharevote.co.uk (to use this service you will need your Voting ID, Task ID and Shareholder Reference Number printed on the accompanying form of proxy); or
2. appoint a proxy to participate and vote on your behalf, using the form of proxy accompanying the Notice or (for shares held through CREST) via the CREST proxy voting system; or
3. attend and vote at the AGM. As noted above, current arrangements for attendance at the AGM have been based on the UK Government’s guidance in relation to the Covid-19 pandemic at the time of issuing this document. Should the situation change and shareholders are unable to attend and vote in person, shareholders will be informed of the revised arrangements as soon as practicable via our website (www.premierfoods.co.uk).

The accompanying form of proxy invites you to vote in one of three ways for each resolution: for, against or vote withheld. At the AGM itself, the votes will be taken by poll rather than on a show of hands. This approach has been chosen as the outcome is more democratic given that the votes of shareholders who have lodged proxies are added to the votes of shareholders present at the AGM. The results will be published on our website (www.premierfoods.co.uk) following the AGM and will be released to the London Stock Exchange. Further details are available in the Notes section of this Notice on pages 7 and 8.

Types of resolutions

Resolutions 1 to 17 are proposed as ordinary resolutions and resolutions 18 to 21 are proposed as special resolutions. For each ordinary resolution to be passed, more than half of the votes cast must be in favour of the resolution and, for each special resolution to be passed, at least three-quarters of the votes cast must be in favour of the resolution.

Resolution 1: To receive the 2020/21 annual report

The Board asks that shareholders receive the directors’ and auditor’s reports and the accounts for the 53 week period ended 3 April 2021.

Resolution 2: Approval of the Directors’ Remuneration Report

The directors are required to prepare the Directors’ Remuneration Report, comprising an annual report detailing the remuneration of the directors and a statement on behalf of the Remuneration Committee. The Company is required to seek shareholders’ approval in respect of the contents of this report on an annual basis (excluding the part containing the Directors’ Remuneration Policy). The vote is an advisory one.

Resolution 3: Approval of a final dividend

A final dividend can only be paid by the Company if it has been approved by shareholders.

This resolution is to approve a final dividend of 1.0 pence per ordinary share of the Company for the 53 week period ended 3 April 2021, recommended by the directors. If approved, the final dividend will be paid on 30 July 2021 to all shareholders on the register of members at close of business on 2 July 2021.

Resolutions 4 to 13: Election of directors

The UK Corporate Governance Code (the "Code") recommends that all directors stand for annual election. Therefore, all directors will seek (re-)election at this year's AGM. Biographical details of the directors are given in Appendix 1 to the Notice. The directors believe that the Board continues to maintain an appropriate balance of knowledge and skills. This follows an assessment by the Nomination Committee which confirmed that each director makes an effective and valuable contribution to the Board and demonstrates commitment to the role (including making sufficient time available for Board and committee meetings and other duties as required).

The Board considers that Richard Hodgson, Simon Bentley, Tim Elliott, Helen Jones and Pam Powell are independent non-executive directors. I was also considered independent, upon appointment as Chairman in August 2019. Yuichiro Kogo and Daniel Wosner were appointed as representative directors under the terms of the relationship agreements between the Company and our two largest shareholders, Nissin Foods Holdings Co., Ltd and Oasis Management Company Ltd respectively. While fully independent of management, they are not considered independent under the Code.

Resolutions 14 and 15: Reappointment and remuneration of auditor

On the recommendation of the Audit Committee, the Board proposes in resolution 14 that KPMG be reappointed as auditor of the Company. KPMG have indicated their willingness to continue to act as the Company's auditor. Resolution 15 proposes that, following normal practice, the Audit Committee be authorised to set the auditor's remuneration.

Resolution 16: Authority to make political donations

Part 14 of the Companies Act 2006 prohibits companies from making political donations exceeding £5,000 in aggregate in any 12-month period to (i) political parties, (ii) other political organisations and (iii) independent election candidates and from incurring political expenditure without shareholders' consent. However, the legal definitions used in the Companies Act 2006 are very broadly drafted. As a result, they may catch normal business activities such as funding seminars and other functions to which politicians are invited, supporting certain bodies involved in policy review and law reform and matching employees' donations to certain charities.

Accordingly, the Board has decided to seek shareholder authority on a precautionary basis only, to ensure that the Company's normal business activities are within the Companies Act 2006, allowing the Company and its subsidiaries to make donations and incur expenditure which may be deemed to fall within this legislation capped at £50,000 per annum.

It remains the Company's policy not to make political donations, or incur political expenditure within the ordinary meaning of those words, and the directors do not intend to use the authority for that purpose. In line with best practice guidelines, published by the Investment Association ("IA"), this resolution is put to shareholders annually rather than every four years as required by the Companies Act 2006.

Resolution 17: Authority to allot shares

Under the Companies Act 2006, the directors may allot shares and grant rights to subscribe for or convert any securities into shares if authorised to do so in a general meeting. The authority being renewed will permit the directors to:

- a) allot ordinary shares or grant rights to subscribe for or convert any securities into ordinary shares of the Company up to an aggregate nominal amount equal to £28,522,500 (representing 285,225,000 ordinary shares). This amount represents approximately one-third of the issued ordinary share capital of the Company as at the date of this Notice; and
- b) in line with guidance issued by the IA, allot ordinary shares or grant rights to subscribe for or convert any securities into ordinary shares in the Company in connection with a rights issue, up to an aggregate nominal amount of £57,045,001 (representing 570,450,010 ordinary shares), as reduced by the nominal amount of any shares issued under paragraph (a) of this resolution. This amount (before any reduction) represents approximately two-thirds of the Company's issued ordinary share capital as at the date of this Notice.

The directors have no present intention to exercise either of the authorities sought under this resolution, but the Board wishes to ensure that the Company has maximum flexibility in managing its capital resources. Should the directors decide to exercise the authorities, they intend to follow IA recommendations concerning their use (including as regards the directors standing for re-election in certain cases). As at the date of this Notice no shares are held by the Company in treasury.

Resolution 18: Disapplication of pre-emption rights

Conditional on the passing of resolution 17, resolution 18 will be proposed, in which the Board is seeking authority to allot ordinary shares (or sell any ordinary shares which the Company elects to hold in treasury) for cash without first offering them to the existing shareholders in proportion to their existing shareholdings. This right of shareholders is commonly known as a pre-emption right.

In light of the IA guidelines described in relation to resolution 17 above, this authority will be limited to allotments or sales in connection with pre-emptive offers and offers to holders of other equity securities if required by the rights of those shares or as the Board otherwise considers necessary, or otherwise up to a maximum nominal value of £4,278,375 (representing 42,783,750 ordinary shares). This amount represents approximately 5% of the issued share capital of the Company as at the date of this Notice.

In respect of this aggregate nominal amount, the directors also confirm their intention to follow the provisions of the Pre-Emption Group's Statement of Principles (the "Principles") regarding cumulative usage of any authorities granted pursuant to substantially the same terms as the authority sought under resolution 18 within a rolling 3-year period where the Principles provide that usage in excess of 7.5% should not take place without prior consultation with shareholders.

Resolution 19: Disapplication of pre-emption rights for an acquisition or a specified capital investment.

Conditional on the passing of resolution 17, resolution 19 will be proposed in which the Board is seeking, in addition to the authority granted under resolution 18, authority to allot ordinary shares (or sell any ordinary shares which the Company elects to hold in treasury) up to an amount representing approximately 5% of the issued share capital of the Company for cash, without first offering them to the existing shareholders in proportion to their existing shareholdings, in connection with an acquisition or a specified capital investment (within the meaning of the Principles).

The Board confirms that it will only allot shares pursuant to the authority referred to in resolution 19, where that allotment is in connection with an acquisition or specified capital investment, which is announced contemporaneously with the allotment, or which has taken place in the preceding six-month period and is disclosed in the announcement of the allotment.

The authorities sought under Resolutions 17 to 19 will expire on the conclusion of the 2022 AGM or at close of business on 23 October 2022, whichever is sooner.

Resolution 20: Notice period for general meetings

Under the Companies Act 2006, the notice period for general meetings is 21 clear days unless shareholders approve a shorter notice period, which cannot, however, be less than 14 clear days. AGMs will continue to be held on at least 21 clear days' notice. The Board is proposing resolution 20 to allow the Company to be able to call general meetings (other than AGMs) on 14 clear days' notice. The shorter notice period would not be used as a matter of routine for such meetings, but only where the flexibility is merited by the business of the meeting and is thought to be to the advantage of shareholders as a whole.

Resolution 21: Alteration of the Articles of Association

The directors are asking shareholders to approve the amendment of the Company's existing Articles of Association (the "Existing Articles") to reflect the changes described below.

The proposed amendment to Article 69 is intended to allow the Company to hold hybrid general meetings, enabling members to participate in the business of the meeting by attending the meeting at a physical location or by means of an electronic facility such as conference dial-in, web browser, or app technology, or a combination of such methods. These changes are proposed to provide the Board greater flexibility to align with technological advances, changes in investor sentiment and evolving best practice, particularly in light of the Covid-19 pandemic, and the uncertain duration of social distancing measures and restrictions on gatherings. The Board believes that the ability to hold hybrid meetings will allow for greater shareholder and stakeholder engagement over the coming years in a way that is more convenient for all parties.

The proposed amendment to the existing director termination rights in Article 115.1.7 (such that a director may be removed from office where at least three-quarters of other directors agree to such removal, instead of a requirement for all other directors to agree to such removal) is intended to provide limited additional flexibility for the Board in order to discharge its duties in accordance with the prevailing circumstances and in a manner consistent with the principles of sound corporate governance. The Board would only intend to exercise the right in exceptional circumstances and, if it were to do so, it would provide an explanation to shareholders at the next AGM of the Company.

At the same time, the directors are proposing to make a number of additional minor amendments to the Existing Articles to provide further appropriate flexibility and to update the Articles of Association in accordance with current market practice. These amendments are: (i) to provide explicitly that proxy appointments must be received at least two working days before general meetings; (ii) to reduce the period after which unclaimed dividends revert to the Company from twelve years to six years; and (iii) to authorise the Board to reduce the period for which an ordinary resolution can authorise the Board to pay scrip dividends from five years to three years.

Accordingly, the directors are seeking approval from shareholders to adopt the amended Articles of Association. The resolution adopting the amended Articles of Association will, if passed, become effective at the conclusion of the AGM.

The full text of the relevant amended Articles of Association is set out in Appendix 2 of this document.

Recommendation

Your Board considers that the resolutions proposed are in the best interests of the Company and its shareholders as a whole. Accordingly, the directors unanimously recommend that shareholders vote in favour of all resolutions, as they intend to do in respect of their own shareholdings.

Colin Day
Chairman

NOTICE OF 2021 ANNUAL GENERAL MEETING

Premier Foods plc

Notice is hereby given that the Annual General Meeting (“AGM”) of Premier Foods plc (the “Company”) will be held at 11.00 am on Friday 23 July 2021 at the offices of Growling WLG (UK) LLP, 4 More London Riverside, London SE1 2AU, to transact the following business: To propose and, if thought fit, to pass resolutions 1 to 17 (inclusive) as ordinary resolutions and resolutions 18 to 21 (inclusive) as special resolutions, as set out below.

Resolution 1. That the directors’ and auditor’s reports, and the audited accounts of the Company for the 53 week period ended 3 April 2021 (“2020/21 annual report”) be received.

Resolution 2. That the Directors’ Remuneration Report (other than the part containing the Directors’ Remuneration Policy) for the 53 week period ended 3 April 2021, as set out on pages 68 to 83 of the 2020/21 annual report, be approved.

Resolution 3. That a final dividend of 1.0 pence per ordinary share of the Company in respect of the 53 week period ended 3 April 2021, payable on 30 July 2021 to all shareholders on the register of members at close of business on 2 July 2021, be approved.

That the following individual be elected:

Resolution 4: Yuichiro Kogo as a director

That the following directors who are seeking re-election on an annual basis in accordance with the UK Corporate Governance Code be re-elected:

Resolution 5. Colin Day as a director.

Resolution 6. Alex Whitehouse as a director.

Resolution 7. Duncan Leggett as a director.

Resolution 8. Richard Hodgson as a director.

Resolution 9. Simon Bentley as a director.

Resolution 10. Tim Elliott as a director.

Resolution 11. Helen Jones as a director.

Resolution 12. Pam Powell as a director.

Resolution 13. Daniel Wosner as a director.

Resolution 14. That KPMG LLP be reappointed as auditor of the Company to hold office until the conclusion of the next general meeting at which accounts are laid.

Resolution 15. That the Audit Committee be authorised to determine the remuneration of the auditor on behalf of the Board.

Authority to make political donations

Resolution 16. That, in accordance with sections 366 and 367 of the Companies Act 2006, the Company and all companies which, at any time during the period for which this resolution has effect, are subsidiaries of the Company, be and are hereby authorised, in aggregate, to:

- a) make political donations to political organisations other than political parties not exceeding £50,000 in total; and
- b) incur political expenditure not exceeding £50,000 in total, (as such terms are defined in sections 363 to 365 of the Companies Act 2006) during the period commencing on the date of this resolution and ending at the conclusion of the 2022 AGM or close of business on 23 October 2022, whichever is sooner, provided that the aggregate amount of any such donations and expenditure shall not exceed £50,000.

Authority to allot shares

Resolution 17. That the directors be and are hereby generally and unconditionally authorised to exercise all powers of the Company to allot shares in the Company and to grant rights to subscribe for, or to convert any security into, shares in the Company (in accordance with section 551 of the Companies Act 2006):

- a) up to an aggregate nominal amount of £28,522,500 (such amount to be reduced by the nominal amount allotted or granted under paragraph (b) below in excess of such sum); and
- b) comprising equity securities (as defined in section 560(1) of the Companies Act 2006) up to an aggregate nominal amount of £57,045,001 (such amount to be reduced by any allotments or grants made under paragraph (a) above) in connection with an offer by way of a rights issue:
 - i. to ordinary shareholders in proportion (as nearly as practicable) to their existing holdings; and
 - ii. to holders of any other class of equity securities as required by the rights of those securities or as the directors otherwise consider necessary, and so that the Board may impose any limits or restrictions or make any other arrangements as it may deem necessary or appropriate in relation to treasury shares, fractional entitlements, record dates or legal, regulatory or practical problems in, or under the laws of, any territory or by virtue of shares being represented by depository receipts or any other matter, such authorities to apply until the conclusion of the 2022 AGM or close of business on 23 October 2022, whichever is sooner, but, in each case, during this period the Company may make offers or enter into agreements that would or might require shares to be allotted or rights to subscribe for or convert securities into shares to be granted after the authority ends and the directors may allot shares or grant rights to subscribe for or convert securities into shares in pursuance of any such offer or agreement as if the authority conferred hereby had not ended.

Disapplication of pre-emption rights

Resolution 18. That, if resolution 17 is passed, the directors be given power to allot equity securities (as defined in the Companies Act 2006) for cash under the authority given by that resolution and/or to sell ordinary shares held by the Company as treasury shares for cash as if section 561 of the Companies Act 2006 did not apply to any such allotment or sale, such powers to be limited:

- a) to the allotment of equity securities or the sale of treasury shares for cash in connection with an offer of, or invitation to apply for, equity securities (in the case of the authority sought under resolution 17 (b), by way of a rights issue only):
 - i. to ordinary shareholders, in proportion (as nearly as practicable) to their existing holdings; and
 - ii. to holders of any other class of equity securities, as required by the rights of those securities or as the directors otherwise consider necessary, and so that the Board may impose any limits or restrictions or make any other arrangements as it may deem necessary or appropriate in relation to treasury shares, fractional entitlements, record dates or legal, regulatory or practical problems in, or under the laws of, any territory or by virtue of shares being represented by depository receipts or any other matter; and
- b) in the case of the authority granted under resolution 17 (a), and/or in the case of any sale of treasury shares for cash, to the allotment (otherwise than under paragraph (a) above) of equity securities or sale of treasury shares up to an aggregate nominal amount of £4,278,375, such power to apply until the conclusion of the 2022 AGM or close of business on 23 October 2022, whichever is sooner, but in each case, during this period, the Company may make offers or enter into agreements that would or might require equity securities to be allotted (and treasury shares to be sold) after the power ends and the directors may allot equity securities (and sell treasury shares) in pursuance of that offer or agreement as if the power conferred hereby had not ended.

Disapplication of pre-emption rights for an acquisition or a specified capital investment

Resolution 19. That, if resolution 18 is passed, the directors be given power, in addition to the authority granted under resolution 19, to allot equity securities (as defined in the Companies Act 2006) for cash under the authority given by that resolution and/or to sell ordinary shares held by the Company as treasury shares for cash as if section 561 of the Companies Act 2006 did not apply to any such allotment or sale, such powers to be limited:

- a) to the allotment of equity securities or sale of treasury shares for cash up to an aggregate nominal amount of £4,278,375; and
- b) used only for the purposes of financing (or refinancing, if the authority is to be used within six months after the original transaction) a transaction which the directors of the Company determine to be an acquisition or specified capital investment of a kind contemplated by the Statement of Principles on Disapplying Pre-Emption Rights most recently published by the Pre-Emption Group prior to the date of this notice, such power to apply until the conclusion of the 2022 AGM or close of business on 23 October 2022, whichever is sooner, but in each case, during this period, the Company may make offers or enter into agreements that would or might require equity securities to be allotted (and treasury shares to be sold) after the power ends and the directors may allot equity securities (and sell treasury shares) in pursuance of that offer or agreement as if the power conferred hereby had not ended.

Notice period for general meetings

Resolution 20. That a general meeting other than an AGM may be called on not less than 14 clear days' notice.

Alteration of the Articles of Association

Resolution 21. That the existing Articles of Association (the "Existing Articles") of the Company be amended by inserting, altering and deleting provisions as set out in Appendix 2 of this Notice and that, with effect from the conclusion of the AGM, the revised Articles of Association produced to the AGM and initialled by the Chairman of the Meeting for the purpose of identification be adopted as the Articles of Association of the Company in substitution for, and to the exclusion of, the Existing Articles.

By order of the Board.

Simon Rose

General Counsel & Company Secretary

7 June 2021

Registered Office: Premier House, Centrium Business Park, Griffiths Way, St Albans, Hertfordshire, AL1 2RE

Registered in England and Wales No. 5160050.

Notes:

1. Voting

Pursuant to DTR 6. 1. 1.12 R (2) of the Disclosure and Transparency Rules as at the date of this Notice, the Company had in issue 855,675,023 ordinary shares carrying one vote each. Therefore, the total voting rights in the Company as at the date of this Notice are 855,675,023.

Pursuant to Regulation 41(1) of the Uncertificated Securities Regulations 2001 (S.I. 2001/3755), the Company specifies that only those shareholders who are registered on the Company's share register (the "Register") at 6.30 pm on Wednesday 21 July 2021 (the "Specified Time") shall be entitled to vote at the AGM in respect of the ordinary shares in the capital of the Company registered in their names at that time.

Last year, we were unable to conduct a physical meeting due to the Covid-19 pandemic. However, at the time of printing this Notice of Meeting (the "Notice"), under the prevailing UK Government guidance, we are able to hold a physical general meeting this year, to enable shareholders to attend and vote in person. Please note that attendance at the meeting is restricted to shareholders only. No guests will be permitted to attend on this occasion. We will continue to monitor the evolving impact of the Covid-19 pandemic and the UK Government's guidance, and if the situation changes and it becomes necessary or appropriate to make changes to the proposed format of, and arrangements for, the AGM, such that we are not able to accommodate shareholders beyond the minimum required to hold a quorate meeting (which is expected to be achieved through the attendance of employee shareholders), we will inform shareholders as soon as practicable via our website (www.premierfoods.co.uk). Shareholders should check our website to ensure they have the most up to date information available regarding the AGM.

Changes to entries on the Register for certified and uncertified shares of the Company after the Specified Time shall be disregarded in determining the rights of any person to vote at the meeting. Should the AGM be adjourned to a time not more than 48 hours after the Specified Time, that time will also apply for the purpose of determining the entitlement of members to vote (and for the purpose of determining the number of votes they may cast) at the adjourned AGM. Should the AGM be adjourned for a longer period, to be so entitled, members must have been entered on the Register by 6.30 pm two days prior to the adjourned AGM or, if the Company gives notice of the adjourned AGM, at the time specified in such notice.

2. Corporate Representatives

A member of the Company which is a corporation may authorise a person or persons to act as its representative(s) at the AGM. In accordance with the provisions of the Companies Act 2006 (as amended by the Companies (Shareholders' Rights) Regulations 2009), each such representative may exercise (on behalf of the corporation) the same powers as the corporation could exercise if it were an individual member of the Company, provided that they do not do so in relation to the same shares. It is therefore no longer necessary to nominate a designated corporate representative.

3. Proxies

You are requested to complete the enclosed form of proxy and return it to the Company's registrar, together with any power of attorney or other authority (if any) under which it is signed, or a notarially certified copy thereof, at the following address: Equiniti, Aspect House, Spencer Road, Lancing, BN99 6DA. Alternatively, members are entitled to appoint a proxy to vote on their behalf at the meeting via the electronic proxy voting system (by logging onto www.sharevote.co.uk) or (for shares held through CREST) via the CREST proxy voting system in accordance with Note 5 below. Members who wish to appoint a proxy should do so as soon as possible and in any event so as to be received no later than 11.00 am on Wednesday 21 July 2021 or, in the event that the meeting is adjourned, not less than 48 hours before the time for holding any adjourned meeting. Any form of proxy received after this time will be void.

The completion and submission of a form of proxy, electronic proxy instructions or CREST proxy instruction (as described below in note 5) will not prevent you from attending the AGM and voting in person if you so wish, subject to prevailing UK Government guidance and the restrictions set out in this Notice.

If you do not wish, or are unable, to attend, you may appoint either the Chairman of the meeting or one or more persons of your choice to exercise all or any of your rights to attend and to speak and vote at the meeting. That person is known as a "proxy". You are advised to use the enclosed form of proxy to appoint a proxy.

You may appoint more than one proxy provided each proxy is appointed to exercise rights attached to different shares.

You may not appoint more than one proxy to exercise rights attached to any one share. To appoint more than one proxy additional proxy forms may be obtained by contacting the registrar, Equiniti, on their helpline 0371 384 2030 (or +44 121 415 7047 if calling from outside the UK). Lines are open 8.30 am to 5.30 pm Monday to Friday (excluding public holidays in England and Wales) or you may photocopy the form of proxy enclosed with this Notice.

A proxy need not be a shareholder of the Company and can be either an individual or a body corporate. At the meeting, the proxy can act for the member he or she represents.

The proxy is valid for any adjournment of the meeting. A proxy may vote on any other business, which may properly come before the meeting, as that person thinks fit. If a proxy is not directed how to vote on an item of business, the proxy may vote, or abstain from voting, as they see fit. The appointment of the proxy may specify the proportion or the number of votes that the proxy may exercise. Where more than one proxy is appointed and the appointment does not specify the proportion or number of the shareholder's votes, each proxy may exercise the number of votes proportionate to the number of proxies appointed.

A vote withheld is not a vote in law. If a proxy is instructed to abstain from voting on an item, that person is directed not to vote on the shareholder's behalf on the poll and the shares which are the subject of the proxy appointment will not be counted in computing the required majority.

Please mark the appropriate box alongside the resolution on the form of proxy to indicate whether you wish your votes to be cast "for", "against" or "withheld". Unless you give specific instructions on how to vote on the resolutions, your proxy will be able, at his or her discretion, either to vote "for", "against" or "withheld" in relation to any matter which is put before the AGM. Shareholders who return their form of proxy with a direction on how to vote but do not nominate the identity of their proxy will be taken to have appointed the Chairman of the meeting as their proxy to vote on their behalf. If a form of proxy is returned but the nominated proxy does not participate in the meeting, the Chairman of the meeting will act in place of the nominated proxy and vote in accordance with any instructions. Proxy appointments in favour of the Chairman of the meeting which do not contain a direction how to vote will be used where possible to support the resolutions proposed in this Notice.

Before posting the form of proxy to the registrar, please check that you have signed it. In the case of joint holders, any of you may sign it. Where more than one of the joint holders purports to appoint a proxy, only the appointment submitted by the most senior holder will be accepted. Seniority is determined by the order in which the names of the joint holders appear in the Company's Register in respect of the joint holding (the first-named being the most senior).

4. Voting by poll

Voting on all resolutions will be conducted by way of a poll rather than a show of hands. This is a more transparent method of voting, as member votes are to be counted according to the number of shares held. As soon as practicable following the AGM, the results of the voting at the meeting and the numbers of proxy votes cast for and against and the number of votes actively withheld in respect of each of the resolutions will be announced via a Regulatory Information Service and also placed on the Company's website: www.premierfoods.co.uk

Members satisfying the thresholds in section 527 of the Companies Act 2006 can require the Company to publish a statement on its website setting out any matter relating to: a) the audit of the Company's accounts (including the auditor's report and the conduct of the audit) that are to be laid before the AGM; or b) any circumstances connected with an auditor of the Company ceasing to hold office since the last AGM at which accounts and reports were laid in accordance with section 437 of the Companies Act 2006, which members propose to raise at the meeting. The Company may not require the shareholders requesting any such website publication to pay its expenses in complying with sections 527 or 528 of the Companies Act 2006. Any statement placed on the website must also be sent to the Company's auditors no later than the time it makes its statement available on the website. The business which may be dealt with at the AGM includes any statement that the Company has been required to publish on its website pursuant to this right.

Any member attending the meeting has the right to ask questions. Pursuant to section 319A of the Companies Act 2006, the Company must cause to be answered at the AGM any question relating to the business being dealt with at the AGM which is put by a member attending the meeting, but no answer need be given if to do so would interfere unduly with the preparation of the meeting or involve the disclosure of confidential information, if the answer has already been given on a website in the form of an answer to a question or if it is undesirable in the interests of the Company or the good order of the meeting that the question be answered.

In accordance with section 311A of the Companies Act 2006, the contents of this Notice, details of the total number of shares in respect of which members are entitled to exercise voting rights at the AGM, the total voting rights members are entitled to exercise at the AGM and, if applicable, any members' statements, members' resolutions or members' matters of business received by the Company after the date of this Notice will be available on the Company's website: www.premierfoods.co.uk

5. CREST

CREST members who wish to appoint a proxy or proxies through the CREST electronic proxy appointment service may do so by following the procedures described in the CREST Manual (available at www.euroclear.com). CREST personal members or other CREST sponsored members, and those CREST members who have appointed a voting service provider(s), should refer to their CREST sponsor or voting service provider(s), who will be able to take the appropriate action on their behalf.

In order for a proxy appointment or instruction made by means of CREST to be valid, the appropriate CREST message (a "CREST Proxy Instruction") must be properly authenticated in accordance with Euroclear UK & Ireland Limited ("EUI") specifications and must contain the information required for such instructions, as described in the CREST Manual. The message, regardless of whether it constitutes the appointment of a proxy or an amendment to the instruction given to a previously appointed proxy must, in order to be valid, be transmitted so as to be received by Equiniti (CREST participant RA19) by the latest time(s) for receipt of proxy appointments specified in the Notice. For this purpose, the time of receipt will be taken to be the time (as determined by the timestamp applied to the message by the CREST Applications Host) from which Equiniti is able to retrieve the message by enquiry to CREST in the manner prescribed by CREST. After this time, any change of instructions to proxies appointed through CREST should be communicated to the appointee through other means.

CREST members and, where applicable, their CREST sponsors or voting service providers should note that EUI does not make available special procedures in CREST for any particular messages. Normal system timings and limitations will therefore apply in relation to the input of CREST Proxy Instructions. It is the responsibility of the CREST member concerned to take (or, if the CREST member is a CREST personal member or sponsored member or has appointed a voting service provider(s), to procure that his CREST sponsor or voting service provider(s) take(s)) such action as shall be necessary to ensure that a message is transmitted by means of the CREST system by any particular time. In this connection, CREST members and, where applicable, their CREST sponsors or voting service providers are referred, in particular, to those sections of the CREST Manual concerning practical limitations of the CREST system and timings.

The Company may treat as invalid a CREST Proxy Instruction in the circumstances set out in Regulation 35(5)(a) of the Uncertificated Securities Regulations 2001.

6. Online voting

Shareholders can vote online by logging onto www.sharevote.co.uk. To use this service shareholders will need their Voting ID, Task ID and Shareholder Reference Number printed on the accompanying Form of Proxy. Full details of the procedure are given on the website.

Alternatively, shareholders who have already registered with Equiniti's online portfolio service, Shareview, can vote by logging on to their portfolio at www.shareview.co.uk using your usual user ID and password. Once logged in simply click "view" on the "My Investments" page, click on the link to vote, then follow the on screen instructions.

To be valid, online proxy appointments must be received by Equiniti by 11.00 am on Wednesday 21 July 2021.

7. Information rights

A person to whom this Notice is sent who is a person nominated under section 146 of the Companies Act 2006 to enjoy information rights (a "Nominated Person") may, under an agreement between him/her and the shareholder by whom he/she was nominated, have a right to be appointed (or to have someone else appointed) as a proxy for the AGM. If a Nominated Person has no such proxy appointment right, or does not wish to exercise it, he/she may, under any such agreement, have a right to give instructions to the shareholder as to the exercise of voting rights. The statements of the rights of members in relation to the appointment of proxies above do not apply to a Nominated Person. The rights described in these paragraphs can only be exercised by registered members of the Company.

8. Documents available at the meeting

Copies of the amended Articles of Association, executive director's service contracts and the non-executive directors' letters of appointment will be available for inspection at the registered office of the Company during normal business hours on any weekday (Saturdays, Sundays and English public holidays excepted) until the close of the AGM, and at the place of the AGM for at least 15 minutes prior to and during the AGM.

9. Electronic communications

Any website or electronic address (within the meaning of section 333(4) of the Companies Act 2006) provided either in this Notice or in any related documents (including the Chairman's letter and the form of proxy) may not be used to communicate with the Company for any purposes other than those expressly stated.

APPENDIX 1

BIOGRAPHIES OF DIRECTORS SEEKING (RE-)ELECTION

Colin Day – Chairman

Appointed to the Board: Appointed as Non-executive Chairman in August 2019.

Skills and experience: Colin retired as Chief Executive of Essentra plc in 2017, was previously Chief Financial Officer at Reckitt Benckiser plc for over 10 years and prior to that, at Aegis Group plc. He has served as a non-executive director on the boards of major UK plc's including Amec Foster Wheeler, WPP, Cadbury, Imperial Brands and easyJet.

Colin is currently a board member of the Department for Environment, Food and Rural Affairs and chairs the Defra Audit and Risk Assurance Committee. He is a non-executive director and Audit Committee Chair at Meggitt plc and Euromoney Institutional Investor plc. He is also a member of the Board and Finance Committee of Cranfield University. Colin is a Fellow of the Association of Chartered Certified Accountants and has an MBA from Cranfield School of Management.

Committee membership: Colin is Chair of the Nomination Committee and attends the Audit and Remuneration Committees by invitation.

Contribution and reasons for election

Colin has a wealth of experience from a range of senior management and non-executive roles with major UK and International companies. As Group Chairman, he is responsible for the leadership of the Board, ensuring its effectiveness and operation in line with good corporate governance. He also plays an important role in engaging with shareholders to explain the Group's strategy and to understand shareholders' priorities and concerns. Over the year, Colin has engaged extensively with major shareholders and other key stakeholders.

Alex Whitehouse – Chief Executive Officer

Appointed to the Board: Appointed as Chief Executive Officer and member of the Board in August 2019.

Skills and experience: Alex joined the Company in July 2014 and was appointed Managing Director of the Grocery Strategic Business Unit in September 2014. He was promoted to UK Managing Director in April 2017. Alex has more than 20 years senior international, marketing, sales, strategy, innovation and general management experience gained across multiple geographies. He spent 18 years with Reckitt Benckiser plc where he held senior leadership roles including Managing Director, New Zealand and most recently Worldwide Head of Shopper & Customer Marketing. Earlier in his career, he held a number of retail management positions with Whitbread plc.

Contribution and reasons for election

Alex has extensive FMCG experience from a range of senior commercial roles in the UK and Internationally. He has gained an in-depth knowledge of the business over the last six years, leading the successful turnaround of the UK business. Since his appointment as CEO, he has completed the sale of the Group's minority interest in Hovis, implemented a landmark pension agreement and reduced the Group's Net debt/EBITDA to its lowest ever level. In his role as CEO, he is responsible for the day-to-day management of the Group, working in conjunction with the other members of the Executive Leadership Team, to ensure the delivery of the Group's strategy.

Duncan Leggett – Chief Financial Officer

Appointed to the Board: Appointed as Chief Financial Officer and member of the Board in December 2019.

Skills and experience: Duncan joined the Company in September 2011 and has held a number of senior roles within finance, including Group Financial Controller and most recently Director of Financial Control and Corporate Development. Prior to joining the Company, Duncan spent nine years at KPMG working with clients across a variety of industries. Duncan's responsibilities include operational and corporate finance, corporate development, investor relations and pensions. He is a qualified Chartered Accountant.

Contribution and reasons for election

During his time as a senior member of the management team, Duncan successfully led the corporate development and finance functions within the business and brings extensive technical knowledge and experience of the Group's financing arrangements and operations as well as established relationships with the Group's bondholders, banks and pension trustees. In his role as CFO, he is responsible for managing the Group's finances, financial planning, management of financial risks and financial reporting.

Richard Hodgson – Senior Independent Director

Appointed to the Board: January 2015 (appointed SID in May 2019).

Skills and experience: Richard is Chief Executive Officer of YO! Sushi and has over 20 years of experience in the food industry. He was previously Chief Executive Officer at Pizza Express, a role he held for four years until May 2017. In 2010 he was appointed Commercial Director at Morrisons, a newly created role, combining Trading and Marketing. Richard joined Waitrose in 2006 as Commercial Director, and prior to that spent 10 years at Asda holding a number of senior roles culminating in his appointment as Marketing & Own Brand Director.

Committee membership: Richard is Senior Independent Director and a member of the Audit, Remuneration and Nomination Committees.

Contribution and reasons for re-election

As Senior Independent Director, Richard provides a sounding board for the Chairman and is an intermediary for the other directors when necessary. He is available as an alternative point of contact for investors. Richard has a long career spent in the food retail industry in senior positions held with some of the Group's key customers. During this time, he was responsible for introducing a number of major strategic initiatives to deliver growth. He brings an in-depth knowledge of retail customers which is important to the Board when considering commercial relationships and opportunities. Richard is currently CEO of YO! Sushi, which provides him with a wider perspective of strategic matters and stakeholder engagement.

Simon Bentley – Non-executive director

Appointed to the Board: February 2019 (appointed Chair of Audit Committee in March 2019).

Skills and experience: Simon is Executive Chairman of UK mobile cash operator Cash on the Move. Simon has over 30 years' experience in finance and retail, having previously served as Chairman and Chief Executive of Blacks Leisure Group plc, Acting Chairman/Senior Independent Director of Frasers Group plc (formerly Sports Direct International plc), Chairman of Umberto Giannini, and Deputy Chairman of Mishcon de Reya. Earlier in his career, Simon spent 10 years with accountancy firm Landau Morley, latterly as a Senior Partner. Simon is also Chairman of Gingerbread, the leading national charity working with single parent families, and Senior Independent Director of SimiGon, a global leader in modelling, simulation and training solutions. He is a qualified Chartered Accountant.

Committee membership: Simon is Chair of the Audit Committee and a member of the Remuneration and Nomination Committees.

Contribution and reasons for re-election

Simon is Chair of the Audit Committee, which is responsible for ensuring the effectiveness of the Group's financial reporting systems, internal controls and risks. The Committee also keeps under review the relationship with the external auditor. He began his career in accountancy, where he developed experience in corporate finance, audit and taxation. He also has extensive commercial and strategic experience, gained from senior roles in a range of industries, including retail and finance.

Tim Elliott – Non-executive director

Appointed to the Board: May 2020.

Skills and experience: Tim has nearly 40 years' experience in investment banking and corporate finance, advising a wide range of companies and industries, particularly those in the consumer and retail sectors. During his career, Tim held Managing Director roles at both Barclays Capital and JP Morgan and, more latterly, was a Partner and Consultant at KPMG. Tim has deep knowledge and experience of capital markets and is currently Senior Adviser at Alvarez & Marsal LLP and a non-executive director and audit committee chair of CPP Group plc.

Committee membership: Tim is a member of the Audit, Remuneration and Nomination Committees.

Contribution and reasons for election

Tim is a member of the Audit, Remuneration and Nomination Committees. Tim has significant experience in corporate finance, following a career in investment banking and his expertise in corporate finance and knowledge of capital markets will be helpful to the Board as we continue the transformation of the business.

Helen Jones – Non-executive director

Appointed to the Board: May 2020 (appointed Workforce Engagement NED in September 2020).

Skills and experience: Helen brings 35 years of commercial and general management experience for FMCG and multi-site consumer businesses. During her executive career, Helen was previously Group Executive Director of Caffè Nero Group Ltd and Managing Director of Zizzi restaurants. Prior to this, Helen spent nine years at Unilever and was the successful architect of launching the Ben & Jerry's brand in the UK and Europe. Helen is currently non-executive director and Senior Independent Director of Halfords plc and non-executive director and Remuneration Committee Chair of Fuller, Smith & Turner plc and Virgin Wines UK PLC. In addition, Helen is also a member of the Supervisory Board of Directors at Ben & Jerry's.

Committee membership: Helen is a member of the Audit, Remuneration and Nomination Committees and also Workforce Engagement NED.

Contribution and reasons for election

Helen is a member of the Audit, Remuneration and Nomination Committees. During the year, Helen was appointed as the designated non-executive director responsible for the Board's engagement with the workforce and ensures that the views and concerns of the workforce are shared with the Board. Helen has a wealth of relevant commercial experience, following a career in a range of FMCG and consumer businesses. Her expertise in brand development will be useful to the Board as we continue to grow the business through our branded growth model.

Yuichiro Kogo – Non-executive director

Appointed to the Board: March 2021.

Skills and experience: Yuichiro is Head of Business Development, Deputy General Manager (Corporate Planning Division) of Nissin Foods Holdings Company Limited ("Nissin") and is responsible for devising Nissin's M&A strategy, as well as originating and executing business alliance and investment transactions. Prior to joining Nissin, in September 2016, he was Vice President at the Investment Banking Division of Goldman Sachs Japan Co., Ltd. During his nine years at the firm, his key responsibilities included execution of global equity / debt financing transactions, as well as coverage of corporate clients across multiple industry sectors, including technology, steel, and natural resources. Yuichiro received a BA in Economics from Keio University in 2001 and an MBA from the University of Chicago in 2007.

Contribution and reasons for re-election

Yuichiro represents Nissin, who is our largest shareholder. In his earlier career he developed extensive financing and investment experience and, whilst at Nissin, has responsibility for their business development, including business alliances and investments. Nissin is one of the Group's key strategic partners and Yuichiro provides an important link in managing this relationship and assisting in developing business opportunities for the Group's brands, the distribution of Nissin's branded products in the UK and expanding our partnership in international markets.

Pam Powell – Non-executive director

Appointed to the Board: May 2013 (appointed Chair of the Remuneration Committee in May 2019).

Skills and experience: Pam has more than 20 years' marketing experience developing some of the world's best known consumer brands. Most recently, she was the Group Strategy and Innovation Director for SAB Miller, one of the world's leading brewers. Pam spent nine years at SAB Miller, in senior management roles, and prior to that held numerous marketing roles in the home and personal care sector during a 13 year career at Unilever plc, culminating in her role as global Vice-President of the Skin Care category. Pam is also a non-executive director at A.G. BARR p.l.c. and Cranswick plc.

Committee membership: Pam is Chair of the Remuneration Committee and a member of the Audit and Nomination Committees.

Contribution and reasons for re-election

Pam is Chair of the Remuneration Committee, which is responsible for the design and implementation of the Directors' Remuneration Policy for executive directors and senior management and for approving the design of share incentive plans. Pam's background is in marketing and brand development, having spent a career with leading multi-national companies. She has valuable sector experience from her current non-executive roles and brings particular insight into discussions concerning the Group's brands, marketing strategies and how we engage with consumers.

Daniel Wosner – Non-executive director

Appointed to the Board: February 2019 (having previously served as a non-executive director from March 2017 to March 2018).

Skills and experience: Daniel is Managing Director & Head of Europe at Oasis Management Company Ltd ("Oasis"). He joined Oasis in 2016, where he is also a member of the firm's Strategies Group and Corporate Governance Group. As Head of Europe, Daniel oversees the firm's UK and Continental European investments. Prior to joining Oasis, Daniel served as Head of the Asia Pacific Equity Syndicate team at Barclays in Hong Kong, and, before that, he worked with Barclays and Lehman Brothers based in London. Daniel, a UK national, received a Bachelor of Arts in Politics from Leeds University.

Contribution and reasons for re-election

Daniel represents Oasis, who are one of our largest shareholders. Following senior roles in finance and investment banking, he is now responsible for Oasis' UK and European investments. He has significant experience in investment analysis, assessing businesses to identify value opportunities. Daniel was a non-executive director of the Company from March 2017 to March 2018 and has been actively engaged with the Board as it continues to execute its strategy.

APPENDIX 2

Articles 69, 93, 115, 197 and 198 of the Company's current Articles of Association will be deleted and replaced with the following:

69. PLACE OF MEETINGS AND ADJOURNED MEETINGS

- 69.1 The notice of the meeting or adjourned meeting shall specify the place at which the chairman of the meeting shall preside (the "principal place"). The Directors may resolve to enable persons entitled to attend a general meeting to do so by simultaneous attendance and participation at a satellite meeting place anywhere in the world. Members present in person or by proxy at satellite meeting places shall be counted in the quorum for and shall be entitled to vote at the general meeting in question. The Directors may also resolve to enable persons entitled to attend a general meeting to do so by simultaneous attendance and participation by means of an electronic facility. Members present in person or by proxy by means of such electronic facility shall be counted in the quorum for and shall be entitled to vote at the general meeting in question. The chairman of the general meeting shall be present at, and the meeting shall be deemed to take place at, the principal place.
- 69.2 Any general meeting at which electronic facilities are available and any satellite meeting shall be duly constituted and its proceedings valid, provided that the chairman of the general meeting is satisfied that adequate facilities are available to enable all members attending the meeting by whatever means and at all the meeting places to participate in the business for which the meeting has been called.
- 69.3 In any general meeting, two or more persons who may not be in the same place as each other attend and participate in a general meeting if they are able to exercise their rights to speak and vote at that meeting. A person is able to exercise the right to speak at a general meeting if that person can communicate to all those attending the meeting while the meeting is taking place. A person is able to exercise the right to vote at a general meeting if that person can vote on resolutions put to the meeting (or, in relation to a poll, can vote within the required time frame) and that person's vote can be taken into account in deciding whether or not such resolutions are passed at the same time as the votes of others attending the meeting.
- 69.4 When deciding whether a person is attending or participating in a meeting by means of an electronic facility, it is immaterial where that person is or how that person is able to communicate with others who are attending and participating.

- 69.5 Where holders of, and persons entitled by transmission to, shares can participate at a general meeting by means of an electronic facility, any document required to be on display or available for inspection will be made available for the required period in electronic form to those persons entitled to inspect it and this will satisfy any such requirement.
- 69.6 All persons seeking to attend and participate in a general meeting by way of electronic facility are responsible for having in place the necessary means to enable them to do so. Subject to the right of the chairman to adjourn a general meeting under these Articles, any inability of a person to attend or participate in a general meeting by means of electronic facility, or any interruption to a person being so able, shall not invalidate the proceedings of that meeting.
- 69.7 Nothing in these Articles authorises or allows a general meeting to be held exclusively on an electronic basis.
- 69.8 The Directors may, for the purpose of controlling the level of attendance at any place specified for the holding of a general meeting, from time to time, make such arrangements as they shall, in their absolute discretion, consider appropriate, and may from time to time vary any such arrangements or make new arrangements in place of them, provided that the entitlement of a member to attend a meeting or adjourned meeting shall be satisfied by his being given the entitlement to attend at such place as may be specified by the Directors for the purposes of this Article 69. For the purposes of all other provisions of these Articles any such meeting shall be treated as being held at the principal place.
- ### 93. METHOD FOR APPOINTING A PROXY
- 93.1 The appointment of a proxy and (if required by the Directors) any authority under which it is executed or a copy of the authority certified notarially or in some other way approved by the Directors must be:-
- 93.1.1 in the case of an appointment of proxy in writing deposited at the office or at such other place in the United Kingdom as is specified:-
- in the notice convening the meeting; or
 - in any appointment of proxy sent out by the Company in relation to the meeting;
- not less than 48 hours (or such lesser time as may be specified in such notice or such proxy) before the time for holding the meeting or adjourned meeting at which the person named in the appointment of proxy proposes to vote, and in calculating this period, no account shall be taken of any part of a day that is not a working day; or

- 93.1.2 in the case of an appointment of proxy contained in an electronic communication, where an address has been specified for the purpose of receiving electronic communications:-
- in the notice convening the meeting, or
 - in any appointment of proxy sent out by the Company in relation to the meeting; or
 - in any invitation contained in an electronic communication to appoint a proxy issued by the Company in relation to the meeting,
- be received at such address not less than 48 hours before the time for holding the meeting or adjourned meeting at which the person named in the appointment of proxy proposes to vote, and in calculating this period, no account shall be taken of any part of a day that is not a working day;
- 93.1.3 in the case of a meeting adjourned for less than 28 days but more than 48 hours or in the case of a poll taken more than 48 hours after it was demanded, be deposited or received as aforesaid after the poll has been demanded and not less than 24 hours (or such lesser time as may be specified by the Directors) before the time appointed for taking the poll, and in calculating this period, no account shall be taken of any part of a day that is not a working day; or
- ### 115. VACATION OF OFFICE OF DIRECTOR
- 115.1.7 he is requested in writing by not less than three quarters of the other Directors to resign (without prejudice to any claim for damages for breach of any contract of service between the Director and the Company).
- ### 197. UNCLAIMED DIVIDENDS
- Any unclaimed dividend, interest or other amount payable by the Company in respect of a share may be invested or otherwise made use of by the Directors for the benefit of the Company until claimed. The payment by the Directors of any unclaimed dividend or other moneys payable on or in respect of a share into a separate account shall not constitute the Company a trustee in respect thereof. Any dividend which has remained unclaimed for six years from the date when it became due for payment shall, if the Directors so resolve, be forfeited, revert to and cease to remain owing by the Company.
- ### 198. SCRIP DIVIDENDS
- 198.1 the resolution may specify a particular dividend, or may specify all or any dividends declared or paid within a specified period, but such period of entitlement to receive shares in lieu shall end not later than the beginning of the annual general meeting in the third year following that in which such resolution is passed.

